

EXHIBIT D

JOHN W. BUCKLEY

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PROFILE

Twenty-six years legal, risk management, tax and government affairs experience: first as a tax attorney and, for the past ten years, as General Counsel to a \$500 million semiconductor manufacturer.

EXPERIENCE

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|------------------------|----------------------|-------------------------|
| • Corporate Law | • Government Affairs | • Contract Negotiations |
| • Business Development | • Risk Management | • Litigation Management |
| State & Local Tax | Employment Law | Intellectual Property |

PROFESSIONAL EXPERIENCE

PHILIPS SEMICONDUCTOR MANUFACTURING, INC., Hopewell Junction, NY **1995 – 2004**
a subsidiary of Philips Electronics, North America, 1000 employee semiconductor manufacturer.

General Counsel to Philips and its predecessor company, MiCRUS.

Manage corporate legal affairs including contract negotiation and execution, risk management, intellectual property, litigation, employment issues and business development initiatives.
Advise senior management on business strategy, tax initiatives and compliance matters.

2004 Key Contributions:

Developed legal position and managed outside counsel in litigation involving service provider resulting in multi-million dollar settlement.
Presented and defended aggressive loss claim to Insurer for multi-million dollar casualty loss.
Managed intellectual property protection program.
Developed relationship with four major semiconductor manufacturers and subsequently negotiated manufacturer service contracts with them.
Negotiated incentive package with multiple New York State agencies.
Managed corporate compliance and business ethics programs in 1000 employee location.

INTERNATIONAL BUSINESS MACHINES CORPORATION, Armonk, NY

1978 – 1995

Senior Tax Attorney, Corporate Treasurer's Staff (1982 – 1995)

Provided tax counsel to corporate staff, plants and marketing organizations on sales/use, excise tax and personal property tax implications of transactions.
Provided tax planning and tax saving strategies for proposed mergers and acquisitions.
Briefed and argued assessment appeals before state tax tribunals.
Represented corporation in state administrative hearings and supervised outside counsel in litigation matters.
Presented corporate tax positions to state tax audit officials, legislators and executive branch personnel.

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INTERNATIONAL BUSINESS MACHINES CORPORATION (continued)

Key Contributions:

Successfully lobbied state legislators and staff to specifically exempt software from ad valorem taxation in Colorado, Connecticut, Idaho, Kansas, Michigan and Mississippi.

Lobbied New York State Legislature to exclude software developer's self use of product from tax.

Obtained letter ruling from New York Department of Taxation & Finance extending machinery and equipment exemption to chilling towers located more than one-half mile from production equipment.

Negotiated with County Executives, County Legislators and County Industrial Development Agencies in five New York counties to obtain sales tax free transfer of \$1 billion of IBM owned data processing equipment, telephone switching equipment and software to its service subsidiary.

Attorney, Import/Export Regulation Office (1978 – 1982)

Provided guidance to product divisions and headquarter staffs regarding export regulations, export licenses, trade with restricted countries, customs duties and opportunities.

Prepared export license application packages and negotiated with Department of Commerce, State and Defense officials for approval.

Audited IBM customhouse brokers to ensure compliance with Import/Export regulations.

EDUCATION

J.D., Syracuse University School of Law, 1977

Dual Major - B.A., cum laude, Syracuse University, 1974

MEMBERSHIPS/AFFILIATIONS

Member, New York State Bar.

Member, Government Affairs Committee New York Business Council, 2001 – Present

Board Member, Dutchess County Economic Development Corporation, 2003 – Present